

EXHIBIT O

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i> ¹)	Case No. 01-01139 (JKF)
)	Jointly Administered
Debtors.)	
)	BALLOT FOR ACCEPTING OR
)	REJECTING JOINT PLAN OF
)	REORGANIZATION UNDER CHAPTER
)	11 OF THE BANKRUPTCY CODE

**Class 9
General Unsecured Claims**

**VOTING INSTRUCTIONS AND BALLOT FOR HOLDERS OF
CLASS 9 GENERAL UNSECURED CLAIMS**

W. R. Grace & Co. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) are soliciting votes to accept or reject the *First Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders Dated February 27, 2009* (as it may be amended or supplemented, the “Plan”) described in the accompanying Disclosure Statement (the “Disclosure Statement”) from the Holders of certain impaired Claims against, and Equity Interests in, the Debtors.

On March 9, 2009, the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) entered an order approving, among other things, (i) the Disclosure

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Statement as providing adequate information for Holders of Claims against, or Equity Interests in, the Debtors to make a decision as to whether to accept or reject the Plan and (ii) certain procedures (the “Voting Procedures”) for the solicitation and tabulation of votes to accept or reject the Plan. The Voting Procedures contain important information regarding the balloting process and are included in the Solicitation Package accompanying this Ballot. Please read the Plan, the Disclosure Statement, and the Voting Procedures before submitting your Ballot. Capitalized terms not defined herein shall have the meaning ascribed to them in the Voting Procedures and the Plan.

The accompanying Ballot is to be used only for provisional voting by Holders of General Unsecured Claims. You have received the Ballot either because you have filed with the Bankruptcy Court a General Unsecured Claim or have been identified by the Debtors on their schedules of liabilities as a Holder of a General Unsecured Claim. Please note that the Plan provides that Class 9 General Unsecured Claims are unimpaired, but the Debtors have agreed to solicit the votes of Holders of General Unsecured Claims on a provisional basis. The provisionally solicited votes of the Holders of General Unsecured Claims shall not be used to determine acceptance or rejection of the Plan by the Class unless it is determined that Class 9 is impaired. If it is determined that Class 9 is unimpaired, then Class 9 will be deemed to accept the Plan and any and all Ballots cast by Holders of General Unsecured Claims will be disregarded for all purposes.

In order for your vote to be counted (if it is determined that Class 9 is impaired), your Ballot must be properly completed, signed, and returned by mail, hand delivery, or overnight courier to the Debtors’ court-approved Voting Agent as follows:

By U.S. Mail:

BMC Group, Inc.
Attn: W. R. Grace Voting Agent
P.O. Box 2007
Chanhassen, MN 55317-2007

By Courier:

BMC Group, Inc.
Attn: W. R. Grace Voting Agent
18750 Lake Drive East
Chanhassen, MN 55317

Your Ballot must be RECEIVED by the Voting Agent no later than 4:00 p.m. (EDT) on May 20, 2009 (the “Voting Deadline”). Facsimiles and electronic submissions will NOT be accepted.

Please note that the Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by each class that is entitled to vote. In the event that the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the class or classes rejecting it and otherwise satisfies the requirements of section 1129(a) and (b) of the Bankruptcy Code. If it is determined that Class 9 General Unsecured Claims is impaired pursuant to section 1124 of the Bankruptcy Code, then the Plan will be accepted by Class 9 General Unsecured Claims if it is accepted by (i) the Holders of at least two-thirds in amount of the Class 9 General Unsecured Claims for which votes to accept or reject the Plan were cast and counted pursuant to the Voting Procedures; and (ii) the Holders of at least one-half in number of the Class 9 General Unsecured Claims for which votes to accept or reject the Plan were cast and counted pursuant to the Voting Procedures. If it is determined that Class 9 is unimpaired, then Class 9 will be deemed to accept the Plan and any and all Ballots cast by Holders of General Unsecured Claims will be disregarded for all purposes. If the Plan is confirmed by the Bankruptcy Court, all

Holders of Claims against, and Equity Interests in, the Debtors (including those Holders who abstain from voting on or reject the Plan and those Holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.

**SPECIFIC RELEASES BY HOLDERS
OF CLAIMS OR EQUITY INTERESTS**

Please take notice that, as more fully provided for in Section 8.8.7 of the Plan, each Holder of a Claim or Equity Interest who votes in favor of the Plan shall be deemed to have unconditionally released the Asbestos Protected Parties, the Unsecured Creditors' Committee, the Asbestos PI Committee, the Asbestos PD Committee, the Equity Committee, the Asbestos PI FCR, and the Asbestos PD FCR, and each party's Representatives, as of the Effective Date, from any and all Claims, SA Claims, SA Damages, obligations, rights, suits, damages, causes of action, remedies, and liabilities of any nature whatsoever, whether known or unknown, foreseen or unforeseen, matured or unmatured, existing or hereinafter arising, in law, equity or otherwise, that such Entity would have been legally entitled to assert in its own right (whether individually or collectively), based in whole or in part upon any act or omission, transaction, agreement, event, or other occurrence taking place on or before the Effective Date in any way relating or pertaining to, the Debtors or the Reorganized Debtors, their operations on or before the Effective Date, their respective property, the Chapter 11 Cases, or the negotiation, formulation, and preparation of the Plan or any related agreements, instruments, or other documents. In addition to the foregoing, each Holder of a Claim or Equity Interest who receives or retains any property under this Plan shall also be deemed to unconditionally release the Fresenius Indemnified Parties to the same extent as the release in the preceding sentence.

If you have questions about your Ballot, if you did not receive a copy of the Disclosure Statement, Plan, Exhibit Book, or Voting Procedures, or if you received these documents in CD-ROM format and desire to obtain paper copies, you may contact the Voting Agent at (888) 909-0100. Copies of the Plan and related documents are also available on the Debtors' website at www.grace.com and at the website maintained by the Voting Agent at www.bmcgroup.com/wrgrace.

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE BALLOT**

The accompanying Ballot is for voting purposes only and does not constitute and shall not be deemed to be a proof of claim or interest or an admission by the Debtors of the validity or amount of a claim.

Please follow these instructions to complete your Ballot:

- 1. Read the Plan, the Disclosure Statement, the Voting Procedures, and these instructions.**
- 2. (Item 1) This is the amount of your Claim for voting purposes only.**
- 3. (Item 2) Vote to accept or reject the Plan by marking an "X" in the box that corresponds to your choice. Please note that, if you vote to accept the Plan,**

you will be deemed to have granted the releases set forth in Section 8.8.7 of the Plan.

4. (Item 3) Print telephone number, name of signatory (if different than Claimant) and title of agent, if applicable.
5. (Item 4) By signing the Ballot, you make the following certifications:
 - “I have been provided with a copy of the Plan, the Disclosure Statement, the Exhibit Book, the Voting Procedures, and the exhibits thereto.”
 - “I was the Holder of a General Unsecured Claim, as defined in the Plan, as of the Voting Record Date or I have the authority, under applicable law, to vote to accept or reject the Plan on behalf of a Holder of a General Unsecured Claim as of the Voting Record Date.”
6. (Item 5) Sign and date the Ballot. Unsigned Ballots will NOT be counted.
7. (Item 6) If the mailing address to which your Ballot was sent is incorrect, supply corrected address information.
8. Return the Ballot in the envelope provided. The Ballot must be RECEIVED by the Voting Agent by the Voting Deadline or it will NOT be counted. Facsimiles and electronic submissions will NOT be accepted.

IF YOU HAVE ANY QUESTIONS REGARDING YOUR BALLOT, IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT, PLAN, EXHIBIT BOOK, OR VOTING PROCEDURES, IF YOU RECEIVED COPIES OF THESE MATERIALS IN CD-ROM FORMAT AND DESIRE TO OBTAIN PAPER COPIES, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE VOTING AGENT, BMC GROUP, INC., TOLL-FREE AT (888) 909-0100.

COPIES OF THE PLAN, DISCLOSURE STATEMENT, EXHIBIT BOOK, AND VOTING PROCEDURES (AND ALL EXHIBITS THERETO) ARE ALSO AVAILABLE ON THE DEBTORS' WEBSITE AT WWW.GRACE.COM AND THE VOTING AGENT'S WEBSITE AT WWW.BMCGROUP.COM/WRGRACE.

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BALLOT**PLEASE COMPLETE THE FOLLOWING:**

NAME STREET ADDRESS CITY, STATE ZIP	<i>In re W. R. Grace & Co., et al.</i> Case No. 01-01139 (JFK) Class 9 General Unsecured Claims
Please read the instructions accompanying this Ballot before completing the Ballot. Print Clearly.	
Item 1. PRINCIPAL AMOUNT OF GENERAL UNSECURED CLAIM. The undersigned certifies that as of March 11, 2009 (the " <u>Voting Record Date</u> "), the undersigned was the Holder, or had the authority to vote for the Holder, of a General Unsecured Claim in the amount set forth below. Amount of your claim for voting purposes only: \$X,XXX,XXX.XX	
Item 2. VOTE ON THE PLAN. The undersigned Holder of the General Unsecured Claim in the amount set forth in Item 1 hereby votes <u>all</u> of its Claim to (check one box only): <input type="checkbox"/> ACCEPT the Plan *002142192* <input type="checkbox"/> REJECT the Plan *992142192* Please note: If you vote to accept the Plan, you will be deemed to have given the specific releases set forth in Section 8.8.7 of the Plan.	
Item 3. TELEPHONE NUMBER / AUTHORIZATION	
Telephone Number:	
Name of Signatory (if different from claimant):	
If by Authorized Agent, Title or Agent:	
Item 4. ACKNOWLEDGEMENTS AND CERTIFICATIONS. By signing and returning this Ballot, you make the following acknowledgements and certifications: (i) I have been provided with a copy of the Plan, the Disclosure Statement, the Exhibit Book, the Voting Procedures, and the exhibits thereto; and (ii) I was the Holder of a General Unsecured Claim, as defined in the Plan, as of the Voting Record Date or I have the authority, under applicable law, to vote to accept or reject the Plan on behalf of a Holder of a General Unsecured Claim as of the Voting Record Date.	
Item 5. SIGNATURE AND DATE:	
Signature of Claimant or Authorized Agent	Date
Item 6. ADDRESS CORRECTIONS, IF ANY (PRINT CLEARLY)	
Name	
Address 1	
Address 2	
City, State and ZIP Code (US)	

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NAME
STREET ADDRESS
CITY, STATE ZIP